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Atchison, Topeka & Santa Fe Railway Co. (KS) (:)

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History

The old Atchison, Topeka & Santa Fe Railroad Company was chartered in Kansas in February, 1859. The main line was completed in 1873 and the years of depression, following the crisis of that year, affected the Company adversely. When better times appeared, the Company constructed more than three thousand miles of new road and gained control of over three thousand five hundred miles more. This expansion began in the '80s and by 1890, with the acquisition of the St. Louis & San Francisco R.R. and the Colorado Midland R.R. reached nine thousand miles or more--the longest railway in the world at that time. The depression in 1893 shook this great system apart, as it did many other roads, and the Atchison lost a considerable part of its mileage in the reorganization.

The present Company acquired Chicago, Santa Fe & California Ry. Co. in 1900 and on Apr. 1, 1901, San Francisco & San Joaquin Valley Ry. Co. (chartered in 1895). Santa Fe, Prescott & Phoenix Ry. Co. (incorporated in 1891) was acquired in July, 1901, and was merged into California, Arizona & Santa Fe Ry. Co. in Dec., 1911. In Sept., 1935, the Company acquired through General Improvement Co. (since dissolved) control of Santa Fe Trail Transportation Co. In 1937, the Company purchased the Fort Worth & Rio Grande Ry. Co. owning a line from Fort Worth to Menard, Texas, approximately 216 miles, and the operation of the road was taken over by the Gulf, Colorado & Santa Fe Ry. on Mar. 1, 1937.

On June 30, 1941, the Company acquired and merged properties of following companies formerly operated under lease: Buffalo Northwestern R.R. Co., Oil Fields' & Santa Fe Ry. Co., Osage County & Santa Fe Ry. Co. and the Kansas City, Mexico & Orient Ry. Co.

On Dec. 31, 1942, the Company acquired and merged the following companies: Barton County & Santa Fe Ry. Co.; California Southern R.R. Co.; Corona & Santa Fe Ry. Co.; Eldorado & Santa Fe Ry. Co.; Elkhart & Santa Fe Ry. Co.; Grand Canyon Ry. Co.; Minkler Southern Ry. Co.; Oklahoma Central R.R. Co.; Salina & Santa Fe Ry. Co.; Santa Fe & Los Angeles Harbor Ry. Co.; Verde Valley Ry. Co. Property of Laton & Western R.R. Co. was merged into California, Arizona & Santa Fe Ry. as of Dec. 31, 1942.

On Jan. 30, 1943 the Company acquired property of Rocky Mountain & Santa Fe Ry. Co.

On May 20, 1944, the ICC authorized the Company to purchase jointly with Chicago, Rock Island & Pacific Ry. Co. properties of Oklahoma Ry. Co.

In 1955, the Company acquired remaining stock of Standard Office Building Corp. which owns the Railway Exchange Building in Chicago.

On Mar. 4, 1963 merged California, Arizona & Santa Fe Ry., subsidiary.

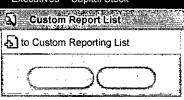
On Sept. 25, 1964 acquired Oklahoma City-Ada-Atoka Railway Co.

On June 11, 1965 ICC approved merger of Gulf, Colorado & Santa Fe Railway Co., Panhandle and Santa Fe Railway Co., and Kansas City, Mexico and Orient Railway Co. of Texas, three former subsidiaries. Merger was consummated Aug. 1, 1965.

On May 16, 1967 ICC approved merger of Oklahoma City-Ada-Atoka Railway Co. former subsidiary. Merger was consummated Dec. 1, 1967.

Incorporated in Delaware Oct. 29, 1969 to succeed business of same name incorporated under the laws of Kansas, Dec. 12, 1895.

In 1970, stock of Chanslor-Western Oil & Development Co., Santa Fe Pacific Railroad Co., Santa Fe Trail Transportation Co., Stan-dard Office Building Corp. and Haystack Mountain Development Co. were transferred to Santa Fe Industries, Inc. pursuant to a program to simplify corporate structure of Santa Fe Industries, Inc. and organize its subsidiaries along lines of their predominant economic activities to achieve optimum utilization of assets and personnel. As part of this program stock of Los Angeles Junction Railway





Co. and Produce Building Corp. of Houston were transferred to the Company, On Feb. 23, 1971, stock of Haystack Mountain Development Co. was returned to the Company.

On Apr. 19, 1971, the Company entered into a contract with National Railroad Passenger Corp., (Amtrak) relieving Railway of its passenger service obligation to public beginning May 1, 1971, Railway has sold, principally to Amtrak, its entire servicable passenger car fleet, except for a small number of units retained for business use, together with related spare parts and supplies.

On Apr. 24, 1972 Board of Directors of Los Angeles Junction Railway Co. (a wholly owned subsidiary) authorized the Los Angeles Junction to purchase from Santa Fe Land Improvement Co., the trackage rights of way and other property presently utilized in its railroad operations for \$3,754,057 such funds being received from Railway as a contribution to capital.

In 1974, Haystack Mountain Development Co. sold its ballast operations.

In Aug. 1974, ICC approved merger of Illinois Northern Railway, a wholly-owned subsidiary. Merger was completed on Feb. 16, 1975.

On Apr. 24, 1975, Santa Fe Rail Equipment was incorporated. This company will construct rail equipment.

In 1976, a new subsidiary, Star Lake Railroad Co., was formed. It has sought authorization of the ICC and various other federal, state, and local agencies to construct an 82-mile common carrier railroad to serve the San Juan Basin of northwest New Mexico. An additional application was filed during 1977 seeking authority to construct a 33-mile extension of that line from Gallo Wash to the eastern boundary of the Navajo Indian Reservation to serve mines which may develop in that area. Commitment of the Railway's resources is contingent upon securing firm financing guarantees.

On Aug. 18, 1977 Santa Fe Industries, Inc. transferred capital stock of Santa Fe Terminal Services to Railway as a contribution to capital.

In Dec. 1977 merged New Mexico Central Railway Co., a subsidiary.

Potential shippers are progressing plans for development of substantial coal reserves in the region. Subsidiaries of Santa Fe, have entered into lease agreements committing a large portion of their deposits to utility companies. Based on the requirements of these utilities, transportation from the area was scheduled to begin in late 1979; however, for reasons unrelated to the construction or operation of Star Lake Railroad, the crucial regional environmental impact study did not become final until Apr. 2, 1979 by the Department of the Interior.

On Jan. 12, 1981, acquired the remaining 50% interest in the Toledo, Peoria & Western R.R. Co.

On Dec. 31, 1983, merged Toledo, Peoria & Western Railroad Co., a wholly-owned subsidiary. The TP&W was sold on Feb. 1, 1989 to operate as a "short line".

On May 12, 1988, acquired the remaining 50% interest in the Oklahoma City Junction Ry. Co.

In Nov. 1992, Railway and eight southern California transportation agencies had reached definitive agreements for the sale to the agencies of certain interests in approximately 340 miles of rail lines and additional property, for cash and relief of obligations to reimburse certain state and county agencies for capital improvements previously paid for by the agencies and the State of California, Railway retained all rights necessary for its freight operations in southern California. The transportation agencies anticipate using these facilities for commuter lines.